

**DECLARATION OF NAMED PLAINTIFF, MATTINGLY AUTO SALES, INC.,
IN SUPPORT OF MOTION FOR CLASS CERTIFICATION
AND APPOINTMENT OF CLASS COUNSEL**

I, BARRY MATTINGLY, having been first duly sworn according to law, hereby declare, depose, state, affirm and aver as follows:

1. I was the President of Mattingly Auto Sales, Inc. from 2006 through 2012. Mattingly Auto Sales is a used car dealership that I operate with my wife.
2. Mattingly Auto Sales is one of the named Plaintiffs in the above-captioned lawsuit. I am aware of the matters set forth herein and the following facts and information of my own personal knowledge, and if called upon to testify to such matters, I could and would competently so testify.
3. In November 2006, Mattingly Auto Sales contracted with Dealer Services Corporation n/k/a NextGear Capital, Inc. for a credit line of \$100,000 that was used to purchase used cars. This contract is commonly known in the used car industry as a "Floorplan Agreement."
4. In February 2009, Mattingly Auto Sales entered into another Floorplan Agreement with Dealer Services Corporation n/k/a NextGear Capital, Inc.
5. Between 2006 and 2012, when Mattingly Auto Sales' contract with Dealer Services Corporation n/k/a NextGear Capital, Inc. was terminated, Mattingly Auto Sales floorplanned more than 100 vehicles with Dealer Services Corporation n/k/a NextGear Capital, Inc.
6. Mattingly Auto Sales is therefore a member of the Class on whose behalf the above-captioned class action is being brought and maintained.
7. As a result of the Defendants' conduct alleged in the Verified Amended Complaint, Mattingly Auto Sales has suffered monetary loss, including but not limited to interest and fees on money not lent, and damage to its business relationships.
8. To the best of my knowledge, information and belief, there is no conflict whatsoever between Mattingly Auto Sales and any other member of the Class.
9. As a named Plaintiff in the above-captioned class action, Mattingly Auto Sales is committed to the vigorous prosecution of this litigation. Mattingly Auto Sales' interests in the prosecution and outcome of the case are not antagonistic to the interests of any other member of the Class. Rather, Mattingly Auto Sales' interests coincide with the interests of the other members of the Class.
10. Mattingly Auto Sales has retained competent and experienced legal counsel to prosecute these claims vigorously on its behalf and on behalf of the Class. On behalf of Mattingly Auto Sales, I have no doubt that legal counsel will fairly and adequately represent and advance the interests of the Class.

**I DECLARE AND AFFIRM UNDER THE PENALTIES OF PERJURY THAT
THE**

FOREGOING FACTS AND REPRESENTATIONS ARE TRUE AND CORRECT.

Executed at Harclinsburg, Kentucky, this 28 day of September, 2016.

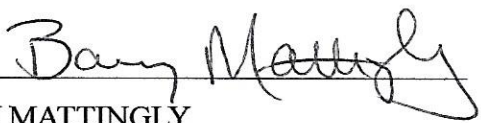

BARRY MATTINGLY

EXHIBIT "C"